

# Notice

## GNA AXLES LIMITED

**Regd. Office: GNA HOUSE, 1-C Chhoti Baradari Part – II, Opposite Medical College, Garha Road Jalandhar 144001.**

**Notice** is hereby given that **31<sup>st</sup> ANNUAL GENERAL MEETING** of the shareholders of GNA Axles Limited will be held on Thursday 19<sup>th</sup> day of September, 2024 at 12:30 P.M through Audio Visual Means to transact the following business:-

### Ordinary Business

1. To receive, consider and adopt the Standalone and Consolidated Audited Balance Sheet as at March 31, 2024, statement of Profit & Loss for the year ended on that date, together with the report of Auditor's and Directors thereon.
2. To declare dividend on Equity Shares.
3. To appoint a Director in place of Mr. Maninder Singh, (DIN 01610746) who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, offers himself for reappointment.
4. To appoint a Director in place of Mr. Ranbir Singh, (DIN 01572708) who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, offers himself for reappointment.
5. To appoint a Director in place of Mr. Gurdeep Singh, (DIN 01572748) who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, offers himself for reappointment.

6. To appoint M/s G S Syal & Co., Chartered Accountants Jalandhar as Statutory Auditors of the Company for a period of 5 years in place of M/s Harish & Co. the Retiring Auditors and to fix their remuneration.

### Special Business

7. To consider and if thought fit, to pass, the following Resolution as a Special Resolution.

**RESOLVED THAT** pursuant to the Regulation 17(1A) of SEBI (listing Obligations and Disclosure Requirements) (Amendment Regulations, 2018 (Amendment Regulations) and other applicable provisions, if any, of the Companies Act, 2013 and subject to such other approvals as may be necessary in this regard, the consent of the members be and is hereby accorded to continue the Directorship of Air Vice Marshal Saravjit Singh Hothi (Retd.) (DIN 09182046), as Non Executive Independent Director of the Company, who will be attaining the age of 75 years on October 23, 2024, till the expiry of his term i.e June 09, 2027.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all other acts, deeds and things as are necessary and expedient in this regard"

**By order of the Board  
FOR GNA AXLES LIMITED**

**Place: Mehtiana  
Dated: July 11, 2024**

**Gourav Jain  
(Company Secretary)**

### Notes:

- 1) In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its Circular No. 20 dated May 05, 2020 read with Circular No. 14 dated April 08, 2020 and Circular No. 17 dated April 13, 2020 (hereinafter collectively referred to as "MCA Circulars") permitted the holding of Annual General Meeting through VC or OAVM without the physical presence of Members at a common venue. In compliance with these MCA Circulars and the relevant provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Annual General Meeting of the Members of the Company is being held through VC/OAVM. The Company has availed the services of M/s Linkintime India Private Limited to facilitate the AGM through Audio Visual Means.
- 2) Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the Annual General Meeting and hence the Proxy Form and Attendance Slip are not annexed to the Notice.
- 3) Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/Authorisation etc., authorising its representative to attend the Annual General Meeting through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorisation shall be sent to the Scrutiniser by email through their registered email address to simran.cs@gmail.com with copies marked to the Company at gjain@gnagroup.com.
- 4) **Registration of email ID and Bank Account details:**  
In case the shareholder's email ID is already registered with the Company/its Registrar & Share Transfer Agent "RTA"/Depositories, log in details for e-voting are being sent on the registered email address.  
In case the shareholder has not registered his/her/their email address with the Company/its RTA/Depositories and or not updated the Bank Account mandate for receipt of dividend, the following instructions to be followed:

(i) Kindly log in to the website of our RTA, Link Intime India Private Ltd., [www.linkintime.co.in](http://www.linkintime.co.in) under Investor Services > Email/Bank detail Registration- fill in the details and upload the required documents and submit. **OR**

**(ii) In the case of Shares held in Demat mode:**

The shareholder may please contact the Depository Participant ("DP") and register the email address and bank account details in the demat account as per the process followed and advised by the DP.

- 5) The Notice of the Annual General Meeting along with the Annual Report for the financial year 2023-24 is being sent only by electronic mode to those Members whose email addresses are registered with the Company/ Depositories in accordance with the aforesaid MCA Circulars and circular issued by SEBI dated May 12, 2020. Members may note that the Notice of Annual General Meeting and Annual Report for the financial year 2023-24 will also be available on the Company's website [www.gnagroup.com](http://www.gnagroup.com), websites of the Stock Exchanges i.e. National Stock Exchange of India Ltd and BSE Limited at [nseindia.com](http://nseindia.com) and [bseindia.com](http://bseindia.com) respectively. Members can attend and participate in the Annual General Meeting through VC/OAVM facility only.
- 6) Members attending the meeting through VC/OAVM shall be counted for the purposes of reckoning the quorum under Section 103 of the Companies Act, 2013.
- 7) Pursuant to the provisions of Section 91 of the Companies Act, 2013 the Company has fixed September 06, 2024 as record date for payment of dividend.
- 8) The Remote E-Voting shall commence on September 16, 2024 at 9:00 AM and shall end on September 18, 2024 at 5:00 PM.
- 9) Members desiring any information, as regards Accounts, are requested to write to the Company at its Registered Office at least 10 days before the Annual General Meeting so as to enable the management to keep the information ready.
- 10) The Company has fixed September 12, 2024 as the cut off date for determining the eligibility of shareholders to attend a vote at the AGM.
- 11) The relevant details, pursuant to Regulation 36(3) of SEBI (LODR) Regulations and Secretarial Standards issued by ICSI on General Meetings, in respect of the Directors seeking appointment / reappointment at AGM are also annexed.

## Notice (Contd.)

### Remote e-Voting Instructions for shareholders:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

### Login method for Individual shareholders holding securities in demat mode is given below:

#### Individual Shareholders holding securities in demat mode with NSDL:

##### METHOD 1 - If registered with NSDL IDeAS facility

#### Users who have registered for NSDL IDeAS facility:

- Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "Login".
- Enter user id and password. Post successful authentication, click on "Access to e-voting".
- Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

#### OR

#### User who have not registered for NSDL IDeAS facility:

- To register, visit URL: <https://eservices.nsdl.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- Proceed with updating the required fields.
- Post registration, user will be provided with Login ID and password.
- After successful login, click on "Access to e-voting".
- Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

#### METHOD 2 - By directly visiting the e-voting website of NSDL:

- Visit URL: <https://www.evoting.nsdl.com/>
- Click on the "Login" tab available under 'Shareholder/Member' section.
- Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- Post successful authentication, you will be re-directed to NSDL depository website wherein you can see "Access to e-voting".

- Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

#### Individual Shareholders holding securities in demat mode with CDSL:

##### METHOD 1 – If registered with CDSL Easi/Easiest facility

#### Users who have registered for CDSL Easi/Easiest facility.

- Visit URL: <https://web.cdslindia.com/myeasitoken/home/login> or [www.cdslindia.com](http://www.cdslindia.com).
- Click on New System Myeasi
- Login with user id and password
- After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.
- Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

#### OR

#### Users who have not registered for CDSL Easi/Easiest facility.

- To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration>
- Proceed with updating the required fields.
- Post registration, user will be provided Login ID and password.
- After successful login, user able to see e-voting menu.
- Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

#### METHOD 2 - By directly visiting the e-voting website of CDSL.

- Visit URL: <https://www.cdslindia.com/>
- Go to e-voting tab.
- Enter Demat Account Number (BO ID) and PAN No. and click on "Submit".
- System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- After successful authentication, click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**Individual Shareholders holding securities in demat mode with Depository Participant:**

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, members shall navigate through "e-voting" tab under Stocks option.
- c) Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.
- d) After successful authentication, click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

**Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:**

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Visit URL: <https://instavote.linkintime.co.in>
2. Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: -

**A. User ID:**

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

**B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

**C. DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

**D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/ Company.

*\*Shareholders holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above*

*\*Shareholders holding shares in **NSDL form**, shall provide 'D' above*

- Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter).
  - Click "confirm" (Your password is now generated).
3. Click on 'Login' under '**SHARE HOLDER**' tab.
  4. Enter your User ID, Password, and Image Verification (CAPTCHA) Code and click on '**Submit**'.

**Cast your vote electronically:**

1. After successful login, you will be able to see the notification for e-voting. Select '**View**' icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option '**Favour / Against**' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
4. After selecting the desired option i.e. Favour / Against, click on '**Submit**'. A confirmation box will be displayed. If you wish to confirm your vote, click on '**Yes**', else to change your vote, click on 'No' and accordingly modify your vote.

**Guidelines for Institutional shareholders ("Corporate Body/ Custodian/Mutual Fund"):**

**STEP 1 – Registration**

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on Sign up under "Corporate Body/ Custodian/ Mutual Fund"
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up at Sr.No. 2 above). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to [insta.vote@linkintime.co.in](mailto:insta.vote@linkintime.co.in).
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person's email ID.
- f) While first login, entity will be directed to change the password and login process is completed.

**STEP 2 –Investor Mapping**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on "Investor Mapping" tab under the Menu Section
- c) Map the Investor with the following details:
  - a. 'Investor ID' -
    - i. *Members holding shares in NSDL demat account shall provide 8 Character DP*

## Notice (Contd.)

*ID followed by 8 Digit Client ID i.e., IN00000012345678*

- ii. *Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.*
- b. 'Investor's Name - Enter full name of the entity.
- c. 'Investor PAN' - Enter your 10-digit PAN issued by Income Tax Department.
- d. 'Power of Attorney' - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
- d) Click on Submit button and investor will be mapped now.
- e) The same can be viewed under the "Report Section".

### STEP 3 – Voting through remote e-voting.

The corporate shareholder can vote by two methods, once remote e-voting is activated:

#### METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on 'Votes Entry' tab under the Menu section.
- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote evoting.
- d) Enter '16-digit Demat Account No.' for which you want to cast vote.
- e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).

- f) After selecting the desired option i.e., Favour / Against, click on 'Submit'.
- g) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

#### OR

#### VOTES UPLOAD:

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting in inbox.
- c) Select '**View**' icon for '**Company's Name / Event number**'. E-voting page will appear.
- d) Download sample vote file from 'Download Sample Vote File' option.
- e) Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under 'Upload Vote File' option.
- f) Click on 'Submit'. 'Data uploaded successfully' message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

#### Helpdesk:

#### Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 – 4918 6000.

#### Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

#### Forgot Password:

#### Individual shareholders holding securities in physical form has forgotten the password:

If an Individual shareholder holding securities in physical form has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

## Notice (Contd.)

- Click on '**Login**' under '**SHARE HOLDER**' tab and further Click '**forgot password?**'
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

*In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID

User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

### **Institutional shareholders ("Corporate Body/ Custodian/ Mutual Fund") has forgotten the password:**

If a Non-Individual Shareholders holding securities in demat mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on '**Login**' under '**Corporate Body/ Custodian/Mutual Fund**' tab and further Click '**forgot password?**'
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

*In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.*

### **Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:**

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

## Notice (Contd.)

### **Process and manner for attending the General Meeting through InstaMeet:**

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in> & click on **"Login"**.
  - Select the **"Company"** and **'Event Date'** and register with your following details: -
- A. Demat Account No. or Folio No:** Enter your 16-digit Demat Account No. or Folio No
  - Shareholders/ members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID
  - Shareholders/ members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID
  - Shareholders/ members holding shares in physical form shall provide Folio Number registered with the Company
- B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
- C. Mobile No.:** Enter your mobile number.
- D. Email ID:** Enter your email id, as recorded with your DP/Company.
  - Click "Go to Meeting" (You are now registered for InstaMeet, and your attendance is marked for the meeting).

### **Instructions for Shareholders/ Members to Speak during the General Meeting through InstaMeet:**

1. Shareholders who would like to speak during the meeting must register their request with the company at email id [gjain@gnagroup.com](mailto:gjain@gnagroup.com).
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive "speaking serial number" once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

### **Instructions for Shareholders/ Members to Vote during the General Meeting through InstaMeet:**

Once the electronic voting is activated by the scrutinizer during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting "Cast your vote".
2. Enter your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
4. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

## Notice (Contd.)

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or contact on: - Tel: 022-49186175.



Notice (Contd.)

**ANNEXURE TO THE NOTICE**

**STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT**

**ITEM NO 7 OF THE SPECIAL BUSINESS.**

Pursuant to regulation 17 (1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended on May 09, 2018 prescribes that listed entity shall not appoint a person or continue with the directorship of a person as Non Executive Director who has attained the age of 75 years, unless a Special Resolution is passed by the shareholders of the Company to that effect. Air Vice Marshal Saravjit Singh Hothi (Retd.) was appointed as the Non Executive Independent Director of the Company in accordance with the provisions of section 149, 150, 152 and other applicable provisions of the Companies Act, 2013 and rules made thereunder w.e.f June 10, 2022 till June 09, 2027. In the opinion of the Board he fulfill the conditions specified under this Act for such appointment and is Independent of the Management. As Air Vice Marshal Saravjit Singh Hothi (Retd.) will be attaining the age of 75 years on October 23, 2024 and his term is valid till June 09, 2027 the Board of Directors in its meeting held on July 21, 2024 decided to seek the approval of the shareholders by way of Special Resolution for continuation of this term.

Details of Air Vice Marshal Saravjit Singh Hothi (Retd.) including information required to be furnished in pursuance of Regulation 36(3) of the SEBI (LODR) Regulations, 2015 and Secretarial Standard - 2 is given below:-

<b>Name of Director</b>	Air Vice Marshal Saravjit Singh Hothi (Retd.) (DIN 09182046)
<b>Date of Birth</b>	October 23, 1949
<b>Date of Appointment</b>	June 10, 2022
<b>Expertise in specific functional area</b>	Experience of more than 37 years in area of Defence and General Administration.
<b>Qualification</b>	Post Graduate in Defence Studies
<b>Number of Meetings of the Board attended during the year</b>	Held : 4 Attended : 4
<b>Directorship of other Companies</b>	Nil
<b>Chairman / Member of committees of other Companies</b>	Nil
<b>Number of shares held</b>	Nil
<b>Relationship with other Director(s)</b>	Not related to any Director

Keeping in view the experience and the contribution made by Air Vice Marshal Saravjit Singh Hothi (Retd.) (DIN 09182046) who will be attaining the age of 75 years, the Board recommends the Special Resolution set out in Item No 7 for the approval of the shareholders of the Company.

None of the Directors and Key Managerial Personnel except Air Vice Marshal Saravjit Singh Hothi (Retd.) (DIN 09182046) is concerned or interested financially or otherwise, in the Resolution set out in the Notice.

The Board recommends the Special Resolution as set out at Item No 7 of the Notice for the approval by the shareholders.

**By order of the Board  
FOR GNA AXLES LIMITED**

**Place: Mehtiana  
Dated: July 11, 2024**

**Gourav Jain  
(Company Secretary)**

**Brief Resume of Directors seeking re-appointment at the ensuing AGM (Retiring by Rotation)**

<b>Name of Director</b>	<b>Mr. Maninder Singh</b>	<b>Mr. Ranbir Singh</b>	<b>Mr. Gurdeep Singh</b>
<b>Brief Particulars</b>	Experience of more than 38 years in Auto Components industry.	Experience of more than 38 years in Auto Component industry.	Experience of more than 34 years in Auto Component industry.
<b>DIN</b>	01610746	01572708	01572748
<b>Date of Birth</b>	December 08, 1959	December 04, 1961	January 04, 1967
<b>Nationality</b>	Indian	Indian	Indian
<b>Date of Appointment</b>	July 24, 2021	September 06, 1993	September 06, 1993
<b>Qualification</b>	Graduate	Graduate	Graduate
<b>Shareholding in the Company (As on July 21, 2023)</b>	47,74,426 Equity Shares 11.12%	64,13,096 Equity Shares 14.94%	62,75,332 Equity Shares 14.62%
<b>List of Directorships held in other Companies</b>	<ol style="list-style-type: none"> <li>1. GNA Investment Limited.</li> <li>2. Guru Nanak Transmissions Punjab Limited.</li> </ol>	<ol style="list-style-type: none"> <li>1. GNA Gears Limited.</li> <li>2. Guru Nanak Transmissions Punjab Limited.</li> <li>3. GNA Investment Limited</li> <li>4. The Sukhjit Starch &amp; Chemicals Limited.</li> <li>5. Association of Indian Forging Industry</li> </ol>	<ol style="list-style-type: none"> <li>1. GNA Gears Limited.</li> <li>2. Guru Nanak Transmissions Punjab Limited.</li> <li>3. GNA Investment Limited</li> <li>4. Amarsons Automotives Limited.</li> </ol>
<b>Relationship with other Directors</b>	Related to Mr. Jasvinder Singh.	Related to Mr. Gursaran Singh, Mr. Gurdeep Singh and Mr. Kulwin Seehra	Related to Mr. Gursaran Singh & Mr. Ranbir Singh

**Corrigendum to Notice dated July 11, 2024 convening the 31<sup>st</sup> Annual General Meeting to be held on 19th September, 2024**

Dear Shareholders,

We draw your kind attention to Item No 6 of the Notice convening the 31<sup>st</sup> Annual General Meeting scheduled to be held on 19<sup>th</sup> September 2024 sent to all the shareholders by email on 27<sup>th</sup> August 2024 alongwith the Annual Report for the Financial Year 2023-24. Please read the below Explanatory statement pertaining to Item No 6 regarding Appointment of Statutory Auditors as part of the said Notice as by inadvertence it was not printed with the Notice.

**Explanatory Statement to Item Number 6 of the Notice.**

The Board of Directors based on the recommendations of the Audit Committee at its meeting held on 11th July, 2024, appointed, subject to the approval of the shareholders, M/s. G S Syal & Co., Chartered Accountants (Firm Registration No. 00457N) as Statutory Auditors of the Company in place of M/s. Harish & Co. the retiring auditors, for a term of 5 years. M/s. G S Syal & Co., Chartered Accountants have vide their letter dated 1<sup>ST</sup> July, 2024, consented to their appointment as Statutory Auditors of the Company and have also informed the Company that their appointment, if made, shall be in compliance with the provisions of Sections 139, 141 and 144 of the Act and Companies (Audit and Auditors) Rules, 2014. It has also been informed by the proposed auditors that they have been subjected to the peer review process of the Institute of Chartered Accountants of India (ICAI) and are holding a valid peer review certificate no. 016601 having validity upto 31-03-2027.

**Details as required pursuant to Regulation 36(5) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 with respect to appointment of Auditors of the Company**

**Proposed statutory audit fee payable to auditors and term of appointment.**

The proposed remuneration to be paid to the Auditors for each financial year of their tenure is Rs. 7.50 Lacs. The said remuneration excludes applicable taxes. here is no material change in the proposed fees for the auditors and the audit fees paid to the retiring auditors. They will be appointed for a period of 5 (Five) years from the conclusion of thirty first Annual General Meeting till the conclusion of the thirty Sixth Annual General Meeting of the Company.

**Basis of recommendation and auditor credentials**

The recommendations are based on the fulfilment of the eligibility criteria prescribed in the Companies Act, 2013. M/s. G S Syal & Co., Chartered Accountants (Firm Registration No. 00457N) is a Chartered Accountancy Firm operating in Jalandhar and apart from providing Statutory Audit Services to various Large and mid size Companies its Partners and staff are having a rich experience in the field of Accounting, Audit, Direct / Indirect Taxation, Company Law Matters and Secretarial Services, Business Consultancy etc. The partners have wide exposure in conducting audit of large, medium and small Companies and entities, both in Public and Private Sector, Cooperative Societies, Charitable Trusts and Nationalized Banks

in respect of Statutory Audits, Branch Audit, Stock Audits, etc. The firm has adequate expertise and infrastructure, which commensurate with the requirements of the Company.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way concerned or interested, whether financially or otherwise, in the resolution set out in Item No. 6 of the Notice. The Board recommends resolution as set out in Item No. 6 of the Notice for approval of the Members as an Ordinary Resolution.

Place: Mehtiana

Dated: September 02, 2024

By Order of the Board

Gourav Jain

Company Secretary